

EMCORE Reports Fiscal 2022 Third Quarter Results and Announces the Acquisition of the KVH FOG and Inertial Navigation Systems Business

August 9, 2022

ALHAMBRA, Calif., Aug. 09, 2022 (GLOBE NEWSWIRE) -- EMCORE Corporation (Nasdaq: EMKR), a leading provider of advanced mixed-signal products that serve the aerospace and defense, communications, and sensing markets, today announced results for the fiscal 2022 third quarter ended June 30, 2022 (3Q22) and that it acquired the Fiber Optic Gyroscope (FOG) and Inertial Navigation Systems business segment of KVH Industries, Inc. (Nasdaq: KVHI) for approximately \$55.0 million, subject to working capital adjustments, in an all-cash transaction. Management will host a conference call to discuss 3Q22 financial and business results as well as the acquisition today at 5:00 p.m. Eastern Time (ET).

Through the KVH transaction, EMCORE acquired all the intellectual property and outstanding assets and liabilities of KVH's FOG and Inertial Navigation Systems business segment, including the 100,384-square-foot production facility located in Tinley Park, Illinois. Cowen served as financial advisor to EMCORE and Pillsbury Winthrop Shaw Pittman LLP served as legal advisor to EMCORE in connection with the KVH transaction. Highlights of the deal include:

- Adds a new business generating over \$30.0 million in revenue on an annual basis
- · EBITDA-positive addition with synergies anticipated for the next two years
- Value creation opportunities for both businesses at every level of the P&L
- Established customer base in the Army and a variety of terrestrial applications
- · Opens new opportunities in the growing industrial autonomy market

EMCORE's consolidated revenue for 3Q22 was \$23.7 million, comprised of \$13.4 million from the Aerospace and Defense (A&D) segment and \$10.3 million from the Broadband segment. Net loss was \$7.6 million and \$6.3 million on a GAAP and non-GAAP basis, respectively. Adjusted EBITDA was negative \$5.1 million. Please refer to the schedules at the end of this press release for GAAP to non-GAAP reconciliations and other information related to non-GAAP financial measures.

"During 3Q22, our Space and Navigation operations performed very well, driving sequential A&D revenue up in 3Q22. However, our QMEMS product line was affected by multiple supply chain delays and shortages, as well as a COVID outbreak at our Concord facility," said Jeff Rittichier, President and Chief Executive Officer of EMCORE. "Demand in our A&D business segment is strong and we expect our QMEMS operational issues to improve with a rebound in the September quarter. Unfortunately, since our last call, the Cable TV business has become more turbulent, with a major customer deciding to exit CATV entirely. On a positive note, we began low volume shipments of data center chips as projected, signaling a new growth phase in Broadband."

"We are also very excited to add not only a strong and growing business with KVH's inertial navigation team, but also best-in-class manufacturing capabilities, low-cost technology development, and an exemplary sales team. When we combine these with EMCORE's closed loop and transceiver technologies, we see substantial opportunities for both businesses across revenue, gross margins, and net income. The addition of the KVH inertial navigation product line further expands our reach into the tactical grade segment of the market and solidifies EMCORE's position as one of the largest independent inertial navigation providers in the industry," added Mr. Rittichier.

Consolidated Results

	Three Mor	Three Months Ended		
	Jun 30, 2022	Mar 31, 2022	+increase/	
	3Q22	2Q22	-decrease	
Revenue	\$23.7M	\$32.7M	-\$9.0M	
Gross margin	16%	28%	-12%	
Operating expenses	\$11.0M	\$11.3M	-\$0.3M	
Operating margin	(30%)	(7%)	-23%	
Net loss	(\$7.6M)	(\$2.2M)	-\$5.4M	
Net loss per share diluted	(\$0.20)	(\$0.06)	-\$0.14	
Non-GAAP gross margin (1)	18%	30%	-12%	
Non-GAAP operating expenses (1)	\$10.5M	\$10.4M	+\$0.1M	
Non-GAAP operating margin (1)	(27%)	(2%)	-25%	
Non-GAAP net loss (1)	(\$6.3M)	(\$0.8M)	-\$5.5M	
Non-GAAP net loss per share diluted (1)	(\$0.17)	(\$0.02)	-\$0.15	
Adjusted EBITDA	(\$5.1M)	\$0.3M	-\$5.4M	
	\$75.1M	\$80.9M	-\$5.8M	

Aerospace and Defense Segment

A&D's sequential-quarter revenue increase was driven primarily by the addition of the Space and Navigation business acquired from L3 Harris

Technologies, Inc. on April 29, 2022, as the QMEMS revenue decrease was offset by higher Defense Optoelectronics and FOG revenue. A&D segment gross margin decreased primarily as a result of lower sales of QMEMS products.

	Three Mor	Three Months Ended		
	Jun 30, 2022 3Q22	Mar 31, 2022 2Q22	+increase/ -decrease	
A&D segment revenue	\$13.4M	\$9.0M	+\$4.4M	
A&D segment gross margin	12%	14%	-2%	
A&D segment R&D expense	\$3.8M	\$4.0M	-\$0.2M	
A&D segment profit	(\$2.3M)	(\$2.8M)	+\$0.5M	
Non-GAAP A&D segment gross margin (1)	13%	15%	-2%	
Non-GAAP A&D segment R&D expense (1)	\$3.7M	\$3.9M	-\$0.2M	
Non-GAAP A&D segment profit	(\$1.9M)	(\$2.6M)	+\$0.7M	

Broadband Segment

Broadband's sequential-quarter revenue decrease was primarily due to a decline in revenue from CATV products. Broadband segment gross margin decreased primarily as a result of the lower revenue and under-absorption of fixed overhead.

	Three Mor		
	Jun 30, 2022 3Q22	Mar 31, 2022 2Q22	+increase/ -decrease
Broadband segment revenue	\$10.3M	\$23.6M	-\$13.3M
Broadband segment gross margin	23%	33%	-10%
Broadband segment R&D expense	\$0.7M	\$0.5M	+\$0.2M
Broadband segment profit	\$1.7M	\$7.3M	-\$5.6M
Non-GAAP Broadband segment gross margin (1)	24%	35%	-11%
Non-GAAP Broadband segment R&D expense (1)	\$0.6M	\$0.4M	+\$0.2M
Non-GAAP Broadband segment profit	\$1.9M	\$7.9M	-\$6.0M
(1) Please refer to the schedules at the end of this press release for GAAP to non- financial measures.	GAAP reconciliations a	and other information rel	ated to non-GAAP

Business Outlook

The Company expects revenue for the fiscal 2022 fourth quarter ending September 30, 2022 to be in the range of \$24 million to \$26 million, inclusive of a partial quarter revenue from the acquisition announced today.

Conference Call

The Company will discuss its financial results on Tuesday, August 9, 2022 at 5:00 p.m. ET (2:00 p.m. PT). The call will be available, live, to interested parties by dialing 888-221-3881. For international callers, please dial +1 313-209-6544. The conference passcode number is 165956. The call will be webcast live via the Company's website at http://www.emcore.com. A webcast will be available for replay following the conclusion of the call.

About EMCORE

EMCORE Corporation is a leading provider of advanced mixed-signal products that serve the aerospace and defense, communications, and sensing markets. Our best-in-class components and systems support a broad array of applications including navigation and inertial sensing, defense optoelectronics, broadband communications, optical sensing, and specialty chips for telecom and data centers. We leverage industry-leading Quartz MEMS, Lithium Niobate, and Indium Phosphide chip-level technology to deliver state-of-the-art component and system-level products across our end-market applications. EMCORE has vertically-integrated manufacturing capability at its facilities in Alhambra, CA, Budd Lake, NJ, and Concord, CA. Our manufacturing facilities maintain ISO 9001 quality management certification, and we are AS9100 aerospace quality certified at our facilities in Budd Lake and Concord. For further information about EMCORE, please visit http://www.emcore.com.

About KVH Industries, Inc.

KVH Industries, Inc. is a global leader in mobile connectivity and inertial navigation systems with innovative technology designed to enable a mobile world. A market leader in maritime VSAT, KVH designs, manufactures, and provides connectivity and content services globally. KVH is also a premier manufacturer of high-performance sensors and integrated inertial systems for defense and commercial applications. Founded in 1982, the company is based in Middletown, RI with research, development, and manufacturing operations in Middletown, RI, and Tinley Park, IL, and more than a dozen offices around the globe.

Use of Non-GAAP Financial Measures

The Company conforms to U.S. Generally Accepted Accounting Principles ("GAAP") in the preparation of its financial statements. We disclose supplemental non-GAAP earnings measures for gross margin, operating expenses, research and development expenses, operating margin, and net loss, as well as adjusted EBITDA.

Management believes these supplemental non-GAAP measures reflect the Company's core ongoing operating performance and facilitates comparisons across reporting periods. The Company uses these measures when evaluating its financial results and for planning and forecasting of

future periods. We believe that these supplemental non-GAAP measures are also useful to investors in assessing our operating performance. While we believe in the usefulness of these supplemental non-GAAP measures, there are limitations. Our non-GAAP measures may not be reported by other companies in our industry and/or may not be directly comparable to similarly titled measures of other companies due to potential differences in calculation. We compensate for these limitations by using these non-GAAP measures as a supplement to GAAP and by providing the reconciliations to the most comparable GAAP measure.

The schedules at the end of this press release reconcile the Company's non-GAAP measures to the most directly comparable GAAP measure. The adjustments share one or more of the following characteristics: they are unusual and the Company does not expect them to recur in the ordinary course of its business, they do not involve the expenditure of cash, they are unrelated to the ongoing operation of the business in the ordinary course, or their magnitude and timing is largely outside of the Company's control. For all reporting periods disclosed, the Company has applied consistent rationale, method, and adjustments in reconciling non-GAAP measures to the most directly comparable GAAP measure.

Non-GAAP measures are not in accordance with or an alternative to GAAP, nor are they meant to be considered in isolation or as a substitute for comparable GAAP measures. Our disclosures of these measures should be read only in conjunction with our financial statements prepared in accordance with GAAP. Non-GAAP measures should not be viewed as a substitute for the Company's GAAP results.

Forward-Looking Statements

The information provided herein may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 ("Exchange Act"). These forward-looking statements are largely based on our current expectations and projections about future events and financial trends affecting the financial condition of our business. Such forward-looking statements include, in particular, projections about our future results, including growth expectations in the A&D segment, expected revenue from our recent acquisition of the Space & Navigation business of L3 Harris Technologies, Inc., statements regarding the anticipated benefits of our acquisition of the FOG and Inertial Navigation Systems business segment from KVH Industries, Inc., including future opportunities for both EMCORE and the acquired business across revenue, gross margins and net income, anticipated impact on product offerings, anticipated impact on EBITDA and potential synergies impacting the financial performance of both EMCORE and the acquired business, potential new opportunities in the industrial autonomy market, and statements about our future results of operations and financial position, plans, strategies, business prospects, changes, and trends in our business and the markets in which we operate.

These forward-looking statements may be identified by the use of terms and phrases such as "anticipates", "believes", "can", "could", "estimates", "expects", "forecasts", "intends", "may", "plans", "projects", "targets", "will", and similar expressions or variations of these terms and similar phrases. Additionally, statements concerning future matters such as projected financial results, the development of new products, enhancements or technologies, sales levels, expense levels, and other statements regarding matters that are not historical are forward-looking statements. We caution that these forward-looking statements relate to future events or our future financial performance and are subject to business, economic, and other risks and uncertainties, both known and unknown, that may cause actual results, levels of activity, performance, or achievements of our business or our industry to be materially different from those expressed or implied by any forward-looking statements.

These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected, including without limitation, the following: (a) uncertainties regarding the effects of the COVID-19 pandemic, the length of time it will take for the COVID-19 pandemic to subside, and the impact of measures intended to reduce its spread on our business and operations, which is evolving and beyond our control; (b) the rapidly evolving markets for the Company's products and uncertainty regarding the development of these markets; (c) the Company's and the acquired business from KVH Industries, Inc.'s historical dependence on sales to a limited number of customers and fluctuations in the mix of products and customers in any period; (d) delays and other difficulties in commercializing new products; (e) the failure of new products: (i) to perform as expected without material defects, (ii) to be manufactured at acceptable volumes, yields, and cost, (iii) to be qualified and accepted by our customers, and (iv) to successfully compete with products offered by our competitors; (f) uncertainties concerning the availability and cost of commodity materials and specialized product components that we do not make internally; (g) actions by competitors; (h) risks and uncertainties related to applicable laws and regulations, including the impact of changes to applicable tax laws and tariff regulations; (i) acquisition-related risks, including that (i) the revenues and net operating results obtained from our recent acquisitions, including our acquisition of the FOG and Inertial Navigation Systems business segment of KVH Industries, Inc., may not meet our expectations, (ii) the costs and cash expenditures for integration of our recent acquisitions, including our acquisition of the FOG and Inertial Navigation Systems business of KVH Industries, Inc., may be higher than expected, (iii) we may not recognize the anticipated synergies from our recent acquisitions, including our acquisition of the FOG and Inertial Navigation Systems business of the KVH Industries Inc., (iv) there could be losses and liabilities arising from these acquisitions, including our acquisition of the FOG and Inertial Navigation Systems business of KVH Industries. Inc., that we will not be able to recover from any source, and (v) we may not realize sufficient scale from these acquisitions and will need to take additional steps, including making additional acquisitions, to achieve our growth objectives for this product line; (j) risks related to our ability to obtain capital; (k) the effect of component shortages and any alternatives thereto; (l) risks and uncertainties related to manufacturing and production capacity and expansion plans related thereto; (m) risks related to the conversion of order backlog into product revenue; and (n) other risks and uncertainties discussed under Item 1A - Risk Factors in our Annual Report on Form 10-K for the fiscal year ended September 30, 2021, as updated by our subsequent periodic reports.

Forward-looking statements are based on certain assumptions and analysis made in light of our experience and perception of historical trends, current conditions, and expected future developments as well as other factors that we believe are appropriate under the circumstances. While these statements represent our judgment on what the future may hold, and we believe these judgments are reasonable, these statements are not guarantees of any events or financial results. All forward-looking statements in this press release are made as of the date hereof, based on information available to us as of the date hereof, and subsequent facts or circumstances may contradict, obviate, undermine, or otherwise fail to support or substantiate such statements. We caution you not to rely on these statements without also considering the risks and uncertainties associated with these statements and our business that are addressed in our filings with the Securities and Exchange Commission ("SEC") that are available on the SEC's web site located at www.sec.gov, including the sections entitled "Risk Factors" in our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. Certain information included in this press release may supersede or supplement forward-looking statements in our other Exchange Act reports filed with the SEC. We do not intend to update any forward-looking statement to conform such statements to actual results or to changes in our expectations, except as required by applicable law or regulation.

EMCORE CORPORATION Condensed Consolidated Statement of Operations and Comprehensive (Loss) Income (in thousands, except for per share data)

(unaudited)

	For the Three Months Ended June 30,				For the Nine Months Ended June 30,			
	2022		2021		2022			2021
Revenue	\$	23,675	\$	42,658	\$	98,561	\$	114,490
Cost of revenue		19,777		25,433		69,849		70,059
Gross profit		3,898		17,225		28,712		44,431
Operating expense:								
Selling, general, and administrative		7,800		6,081		22,550		17,941
Research and development		4,513		4,500		13,675		12,567
Severance		_		—		1,318		—
(Gain) loss on sale of assets		(1,318)		250		(1,919)		439
Total operating expense		10,995		10,831		35,624		30,947
Operating (loss) income		(7,097)		6,394		(6,912)		13,484
Other (expense) income:								
Gain on extinguishment of debt		—		6,561		_		6,561
Interest income (expense), net		9		579		(14)		481
Foreign exchange (loss) gain		(185)		87		(160)		256
Pension expense		(349)				(349)		
Total other (expense) income		(525)		7,227		(523)		7,298
(Loss) income before income tax expense		(7,622)		13,621		(7,435)		20,782
Income tax expense		(27)		(6)		(25)		(214)
Net (loss) income	\$	(7,649)	\$	13,615	\$	(7,460)	\$	20,568
Foreign exchange translation adjustment		69		(5)		91		(26)
Comprehensive (loss) income	\$	(7,580)	\$	13,610	\$	(7,369)	\$	20,542
Per share data								
Net (loss) income per basic share	\$	(0.20)	\$	0.37	\$	(0.20)	\$	0.62
Weighted-average number of basic shares outstanding		37,425		36,768		37,197		33,069
Net (loss) income per diluted share	\$	(0.20)	\$	0.35	\$	(0.20)	\$	0.59
Weighted-average number of diluted shares outstanding		37,425		38,893		37,197		34,777

EMCORE CORPORATION Condensed Consolidated Balance Sheets (in thousands) (unaudited)

	As of			
	June 30, 2022	Se	eptember 30, 2021	
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 74,609	\$	71,621	
Restricted cash	520		61	
Accounts receivable, net of credit loss of \$267 and \$260, respectively	24,287		31,849	
Contract assets	7,439		361	
Inventory	29,206		32,309	
Prepaid expenses and other current assets	6,471		6,877	
Assets held for sale	 480		1,241	
Total current assets	143,012		144,319	
Property, plant, and equipment, net	26,079		22,544	
Goodwill	354		69	
Operating lease right-of-use assets	20,938		13,489	
Other intangible assets, net	1,548		167	
Other non-current assets	 1,592		225	
Total assets	\$ 193,523	\$	180,813	
LIABILITIES and SHAREHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$ 13,335	\$	16,686	
Accrued expenses and other current liabilities	11,651		9,568	
Customer deposits	9,042		368	
Operating lease liabilities - current	2,156		1,198	

Total current liabilities	36,184		27,820
Operating lease liabilities - non-current	19,240		12,684
Asset retirement obligations	4,516		2,049
Other long-term liabilities	 9	_	794
Total liabilities	 59,949		43,347
Commitments and contingencies			
Shareholders' equity:			
Common stock, no par value, 50,000 shares authorized; 44,449 shares issued and 37,543 shares outstanding as of June 30, 2022; 43,890 shares issued and 36,984 shares outstanding as of			
September 30, 2021	785,743		782,266
Treasury stock at cost; 6,906 shares as of June 30, 2022 and September 30,2021	(47,721)		(47,721)
Accumulated other comprehensive income	778		687
Accumulated deficit	(605,226)		(597,766)
Total shareholders' equity	133,574		137,466
Total liabilities and shareholders' equity	\$ 193,523	\$	180,813

EMCORE CORPORATION

Reconciliations of GAAP to Non-GAAP Financial Measures

	Three Months Ended							
	Jun 30, 2022 3Q22			ar 31, 2022 2Q22				
Gross profit	\$	3,898	\$	9,017				
Gross margin		16%		28%				
Adjustments:								
Stock-based compensation expense		275		178				
Asset retirement obligation accretion		9		9				
Amortization of intangible assets		40		12				
CATV transition - shutdown expense		_		432				
Total adjustments		324		631				
Non-GAAP gross profit	\$	4,222	\$	9,648				
Non-GAAP gross margin		18%		30%				

		ths Ende	ed	
	Ju	n 30, 2022	Ma	r 31, 2022
		3Q22		2Q22
Operating expense	\$	10,995	\$	11,330
Stock-based compensation expense		(1,248)		(966)
Severance expense		_		(20)
CATV transition - gain on sale of assets		1,318		788
Acquisition-related expense		(313)		(456)
Litigation-related expense		(213)		(290)
Non-GAAP operating expense	\$	10,539	\$	10,386

	Three Months Ended							
	Ju	n 30, 2022 3Q22	Mar 31, 2022 2Q22					
Operating profit	\$	(7,097) \$	(2,313)					
Operating margin		(30%)	(7%)					
Adjustments:								
Stock-based compensation expense		1,523	1,144					
Asset retirement obligation accretion		9	9					
Amortization of acquired intangibles		40	12					
Severance expense		_	20					
CATV transition - shutdown expense		_	432					
CATV transition - gain on sale of assets		(1,318)	(788)					
Acquisition-related expense		313	456					

Litigation-related expense	213	290
Total adjustments	780	 1,575
Non-GAAP operating profit Non-GAAP operating margin	\$ (6,317) (27%)	\$ (738) (2%)
Depreciation expense	1,185	 1,008
Adjusted EBITDA	\$ (5,132)	\$ 270
Adjusted EBITDA %	 (22%)	 1%

	Three Months Ended							
	Ju	Mar 31, 2022 2Q22						
Net loss	\$	(7,649)	\$	(2,225)				
Net loss per share diluted	\$	(0.20)	\$	(0.06)				
Adjustments:								
Stock-based compensation expense		1,523		1,144				
Asset retirement obligation accretion		9		9				
Amortization of intangible assets		40		12				
Severance expense		—		20				
CATV transition - shutdown expense		—		432				
CATV transition - gain on sale of assets		(1,318)		(788)				
Acquisition-related expense		313		456				
Litigation-related expense		213		290				
Acquisition-related pension expense		349		—				
Foreign exchange loss		185		17				
Income tax expense (benefit)		27		(117)				
Total adjustments		1,341	<u> </u>	1,475				
Non-GAAP net loss	\$	(6,308)	\$	(750)				
Non-GAAP net loss per share diluted	\$	(0.17)	\$	(0.02)				
Interest (income) expense, net		(9)		12				
Depreciation expense		1,185		1,008				
Adjusted EBITDA	\$	(5,132)	\$	270				
Adjusted EBITDA %		(22%)		1%				

		Three Mor	nths	Ended			Three Mon	ths E	Ended
	Jur	n 30, 2022 3Q22	Ма	ar 31, 2022 2Q22		Jur	n 30, 2022 3Q22	Ма	r 31, 2022 2Q22
Aerospace and Defense					Broadband				
Gross profit	\$	1,551	\$	1,233	Gross profit	\$	2,347	\$	7,784
Gross margin		12%		14%	Gross margin		23%		33%
Adjustments:					Adjustments:				
Stock-based compensation expense		147		96	Stock-based compensation expense		128		82
Asset retirement obligation accretion				—	Asset retirement obligation accretion		9		9
Amortization of intangible assets		40		12	Amortization of intangible assets		_		_
Total adjustments		187		108	Total adjustments		137		523
Non-GAAP gross profit	\$	1,738	\$	1,341	Non-GAAP gross profit	\$	2,484	\$	8,307
Non-GAAP gross margin		13%		15%	Non-GAAP gross margin		24%		35%
R&D expense	\$	3,834	\$	4,041	R&D expense	\$	679	\$	494
Stock-based compensation expense		(167)		(118)	Stock-based compensation expense		(80)		(67)
Non-GAAP R&D expense	\$	3,667	\$	3,923	Non-GAAP R&D expense	\$	599	\$	427

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Source: EMCORE Corporation